

Prairie Crossroads Blues Society Bylaws

Article I: Purposes and Goals

The Prairie Crossroads Blues Society was formed as a non-profit 501(c)(3) organization to educate the public to foster an appreciation of the American Heritage known as “The Blues”; preserve the Blues tradition so that generations to come may be able to come to a knowledge and appreciation of the Blues; and to promote blues music in East Central Illinois through the promotion of local artists, as well as regional and national talents.

Article II: Membership and Participation

Section 1. Prospective members must tender written application for membership to the society by either completing and returning the Society's standard application form or otherwise providing all information requested thereon.

Section 2. All members must pay annual dues as structured in the Society's standing rules, and otherwise comply with conditions set forth in this document.

Section 3. The following types of membership shall be available through the Society:

A. *Active Member:* Any person interested in promoting the purposes of the Society may become an active member, and shall be entitled to all Society privileges, including the right to vote and eligibility to hold office, unless otherwise prohibited within this document.

(1) *Individual Membership* is provided for individuals, and shall be entitled to all Society privileges, including the right to one vote and eligibility to hold office, unless otherwise prohibited within this document.

(2) *Family Membership* shall include spouses or domestic partners, who shall be entitled to one vote each. Children under 18 years of age and residing at home shall enjoy membership privileges and discounts to the extent that these are offered, but shall not be eligible to vote on Society matters.

(3) *Student Membership* is provided for any full time student, over 18 years of age, and shall be entitled to all Society privileges, including the right to one vote and eligibility to hold office, unless otherwise prohibited within this document.

(4) *Band Membership* shall include all members of a band. Bands with a membership shall have special recognition on the bands listing page of the Prairie Crossroads Blues Society website.

B. *Other Memberships:*

(1) *Honorary Membership:* Any person having gained eminence on behalf of the blues, or any person duly deemed worthy of commensurate Society esteem may be elected as an Honorary Member by a unanimous vote of the Board of Directors or by nomination and approval by a majority of the membership present at a general membership meeting. Honorary members shall be exempt from the payment of

Society dues. An Honorary Member shall have the right to one vote and eligibility to hold office, unless otherwise prohibited within this document.

(2) Corporate Membership: Any corporation contributing \$100 or more (in dollars or services approved by the BOD) shall be a Corporate Member of the Society, and shall be recognized as such during the membership year in which the contribution was received. A Corporate Member shall be entitled to four individual memberships billed to one person and one address. That one person decides who the other members are and pays the dues.

(3) Preferred Corporate: Any corporation entering into a formal contract with the Prairie Crossroads Blues Society for sponsorship of promotional activities. A Preferred Corporate Member shall not be entitled to vote or to hold office.

Section 4. The membership of the Society shall not be restricted in number.

Article III: Meetings

Section 1. The business of the Society and all of its component parts shall be governed by the Board of Directors.

Section 2: The Society shall have a monthly meeting usually on the third week of the month, at a time and place designated by the Board of Directors. The members will be notified of the time and place designated.

Section 3: Special meetings of the membership may be requested by two or more of the Board of Directors.

Section 4: Additional meetings may be held depending upon the agenda and requirements during the planning and presentation of annual music festivals, or benefits, etc.

Section 5. There will be time set aside at each monthly meeting for members to engage in a question and answer session.

Section 6. All meetings will be chaired by the President or Vice President, if required.

Article IV: Elections

Section 1. The Board of Directors will accept nominations for new officers when deemed necessary. The Board of Directors may accept more than one nomination for a position, placing them on a ballot. Additional nominations may be accepted from the General Membership, in writing and prior to the Board of Directors meeting. All nominees must provide oral or written consent during the nomination process in order to be placed on the ballot. Elections shall be held during a General Membership Meeting to be determined. If all positions are unchallenged, no election will be held.

Section 3. Only Active Members in good standing for no less than thirty (30) days shall be entitled to **one** vote in an election or to seek nomination to office.

Section 4. Voting during the election of officers shall take place at the General Membership meeting and all votes will take place in an open forum. All voting tallies will be recorded by the secretary.

Section 5. New officers shall be installed immediately after the election is finalized. The new Board of Directors shall meet before the next General Membership meeting.

Section 6. No elected officer shall serve more than three (3) consecutive full annual terms in the same office. All elected officers shall serve without compensation.

Article V: Dues, Fiscal Year and Expenditures

Section 1. The Board of Directors shall determine Annual dues for membership. Annual dues shall be payable during the anniversary month of original membership and shall be considered delinquent if not paid by the first day of the succeeding month. All membership privileges shall lapse thirty days after becoming delinquent. Members who allow their membership to lapse shall be treated as new applicants, if applying for membership at a later date.

Section 2. The fiscal year of the society shall be the calendar year.

Section 3. In general, no expenditure of the Organization funds shall be made without the approval of the Board of Directors.

Section 4: No officer, Director or Member of the Organization shall make any verbal or written commitment of the Organization funds without prior approval of the Board of Directors.

Section 5: The Organization, the Board of Directors, the Advisory Board and its individual members, past or present, shall not be held liable for the activities of any non-member claiming association with the Organization.

Article VI: Officers

Section 1. The elected Board of Directors of the Society shall be: President, Vice President, Treasurer and Secretary and additional at-large positions as agreed to by the General Membership. Additional voting or non-voting chair positions deemed necessary by the Board of Directors will be open for nomination and elected by the General Membership.

A. President: The president shall preside over meetings of the General Membership and the Board of Directors. The President shall have the authority to sign all contracts and other instruments of writing, which have been approved by the General Membership or Board of Directors. The President shall appoint all chairpersons of ad hoc committees and shall be entitled to serve as a member ex officio of all committees.

B. Vice President: The Vice President shall assist the President at all meetings of the General Membership or Board of Directors and shall act as presiding officer in the absence of the President. The Vice President shall act in an advisory capacity to the President.

C. Treasurer: The Treasurer shall receive and safely keep all funds of the Society and shall safely deposit them into the Society's bank account. All withdrawals shall be approved by the Board of Directors. A report of all receipts, disbursements, and the Society's financial position shall be given to the General Membership at each meeting. The Treasurer shall keep financial records of the society in a consistent place for viewing by the membership and shall process any required year-end reports. All checks and withdrawals from the Society account shall be signed by the Treasurer or the President, or two (2) other duly authorized members of the Board of Directors in the event that either the President or Treasurer is unable to perform such duties. Such authorization must pass the Board of Directors by a simple majority of those in attendance.

D. Secretary: The Secretary shall keep the minutes of all meetings of the General Membership or the Board of Directors. The minutes shall be read, unless dispensed with, and approved and kept available at each meeting. The Secretary shall perform other duties related to the office as designated by the President and approved by the Board of Directors.

Section 2. The elected voting chair positions of the Board of Directors shall be the Education, Entertainment, General Board Members, Marketing, Membership, Newsletter Editor, and Webmaster.

A. Education Chair: The Education Chair shall be responsible for, but not limited to: creating and managing all aspects of providing Blues related education or materials to the members of the Society and the general public, including the Blues In The Schools program.

B. Entertainment Chair: The Entertainment Chair shall be responsible for coordinating all aspects of Society sponsored functions and events, including, but not limited to: site determination, volunteer staffing, set-up and tear-down, and with the solicitation of possible blues acts for Society functions, etc.

C. General Board Members: Any person having gained eminence on behalf of the blues, or any person duly deemed worthy of commensurate Society esteem may be elected as a General Board Member.

D. Marketing Chair: The Marketing Chair shall be responsible for all aspects of marketing the society, including, but not limited to: education, development of society merchandise, promotions, media PR, etc.

E. Membership Chair: The Membership Chair will be responsible for, but not limited to: creating and maintaining a current list of all active members and their renewal status. The Membership Chair will collect dues and submit money and status reports to the Treasurer and paid applications to the Newsletter Editor for distribution of the newsletter.

F. Newsletter Editor: The Newsletter Editor shall oversee the publication of the Society newsletter and shall make day to day operational decisions necessary in that regard. The Newsletter Editor shall summarize newsletter-related activities for the Board of Directors at each of its meetings and shall present for consideration any financial matters concerning newsletter production and publication.

G. Webmaster: The Webmaster shall be responsible for creating and maintaining the Society's web page and updating information as directed by the Board of Directors.

Section 3. The President may form any committee for any general or specific task. Other officers may form those committees necessary for the execution of duties of that particular office.

Section 4. All Past Presidents of the Society automatically become General Board Members.

Section 5. Any officer may resign at any time by submitting written notice to the Board of Directors. A simple majority of the General Membership may remove or replace any officer for cause.

Article VII: Board of Directors

Section 1. The business affairs of the Society shall be transacted by a Board of Directors consisting of the: President, Vice President, Treasurer and Secretary; and voting chair positions deemed necessary by the Board of Directors and elected by the General Membership. Also serving on the Board of Directors in an advisory capacity and without a vote are the chairs deemed necessary by the President.

Section 2. The Board of Directors shall have the authority to spend up to three hundred dollars (\$300.00) over and above normal and recurring operational expenses without prior General Membership approval.

Section 3. The decision of the Board of Directors on any question shall be binding until the next General Membership meeting, at which time a simple majority shall have the option to amend or nullify.

Section 4. A Quorum shall be established by 50% attendance of the full Board of Directors.

Article VIII: Personal Liability

Section 1: All persons or corporations extending credit to, contracting with, or having claims against the Society shall look only to the funds and property of the society for payment of any contract, claim, debt, judgment, damage, personal injury, decree, or cause of action. Neither the individual members of the Society nor the individual members of the Board of Directors, past or present, shall be held personally responsible for any claim against the society.

Section 2. The Society, the Board of Directors, nor its individual members, past or present, shall not be held liable for the activities of any non-member claiming association with the society. The Society shall provide Board of Directors liability insurance.

Article IX: Miscellaneous Procedures

Section 1. Favoritism: No officer or member, while acting on behalf of the Society, shall personally accept free or reduced price goods or services of cash value from individuals or businesses selling products to or soliciting the business of the Society without the approval of the General Membership. The Board of Directors may accept, on behalf of the Society, merchandise to be used as prizes at Society meetings or events.

Section 2. Profits: Items may be purchased by the Society for resale purposes and may be sold at a reasonable profit for the benefit of the Society. The Board of Directors must authorize any such activity.

Section 3. Discrimination: The Society, or any officer or member acting on behalf of the Society, shall in no way discriminate on the basis of: race, creed, color, national origin, religion, age, gender, marital status, veteran status, disability, place of residence, or sexual orientation.

Section 4. Debt: The Society shall not incur deficit spending, unless authorized by the General Membership.

Section 5. Dissolution: Upon dissolution of the corporation, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws, or to the approval of the Justice of the Supreme Court of the State of Illinois.

Section 6. IRS: Notwithstanding any other provisions of these articles, the organization is organized for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

Section 7. IRS; No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(c)(3) (h) or participating on (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for political office.

Section 8. IRS: In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute it's income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not: (a) engage in any act of self dealing as defined under IRC 4941(d); (b) retain any excess business holdings as defined in IRC 4943(c); (c) make any taxable expenditures as defined in IRC 4945(d) or corresponding provision of any subsequent federal tax laws.

Article X: Amendments

Section 1. Amendments to these bylaws shall be submitted in writing and will be voted on at the next General Membership meeting. Amendments shall be approved by a two-thirds (2/3) majority of the membership in attendance.

Article XI: Addendum

Section 1. Rules and Policies, will include but not be restricted to any rules or policies deemed to be necessary for procedure or behavior related to meetings, events or other activities of the Society and its members, will be set by the Board of Directors and not require a vote by the general membership.

Rules and Policies will be added to the By-laws and published on the web site as they are adopted, and provided to the general membership in print as requested.

Rules and Policies:

1. The Board of Directors will not respond to unjust written or verbal criticism. Such criticisms are to be discussed by the Board of Directors and appropriate actions will be taken, however, responding to unjust or unruly accusations only exacerbates the issue.
2. The Board of Directors may censure a member for behavior deemed inappropriate. The Board may determine the terms and length of the censure, including revoking membership.
3. The Board of Directors will not authorize distribution of the membership list, nor use the membership list, or similar email list, for solicitation; except our Society volunteer functions.

Amendment to Article II, Section B. (2) was approved and adopted on June 15, 2011.